

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L64200MH1986PLC041370

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

(ii) (a) Name of the company

TECH MAHINDRA LIMITED

(b) Registered office address

GATEWAY BUILDING, APOLLO BUNDER, NA
MUMBAI
Mumbai City
Maharashtra
400001

(c) *e-mail ID of the company

RU*****RA.CC

(d) *Telephone number with STD code

20*****00

(e) Website

www.techmahindra.com

(iii) Date of Incorporation

24/10/1986

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

MUFG INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh
roli (West), NA

(vii) *Financial year From date 01/04/2024 (DD/MM/YYYY) To date 31/03/2025 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2025

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

AGM will be held on 17th July, 2025

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	85.9
2	J	Information and communication	J7	Data processing, hosting and related activities; web portal	14.1

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

155

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	Tech Mahindra (Americas) Inc.		Subsidiary	100
2	Tech Mahindra Consulting Gro		Subsidiary	100
3	Zen3 Infosolutions Private Lim	U72200TG2015PTC102411	Subsidiary	100
4	Digital OnUs, Inc.		Subsidiary	100
5	Tech Mahindra Mexico Cloud S		Subsidiary	100
6	CJS Solutions Group (India) Pri	U74999MH2017FTC296251	Subsidiary	100
7	Activus Connect LLC		Subsidiary	100
8	Activus Connect PR LLC		Subsidiary	100
9	Allyis, Inc.		Subsidiary	100
10	Allyis Technologies S.R.L		Subsidiary	100
11	Allyis Technology Solutions So		Subsidiary	100
12	Tech Mahindra Allyis S.R.L.		Subsidiary	100
13	Allyis India Private Limited	U72900TG2014PTC157012	Subsidiary	100
14	Saffronic Inc.		Subsidiary	100
15	Tech Mahindra Limited SPC		Subsidiary	100
16	Tech Mahindra LLC		Subsidiary	100
17	Tech Mahindra Egypt Technolo		Subsidiary	100
18	Tech Mahindra Cerium System		Subsidiary	100
19	Begig Private Limited	U72900HR2021PTC094680	Subsidiary	100
20	Tech Mahindra GmbH		Subsidiary	100
21	TechM IT-Services GmbH		Subsidiary	100
22	Tech Mahindra Norway AS		Subsidiary	100
23	Tech Mahindra Luxembourg S.		Subsidiary	100
24	Tech Mahindra (Singapore) Pte		Subsidiary	100

25	Born Group Pte Limited		Subsidiary	100
26	Born Digital Sdn Bhd		Subsidiary	100
27	Born London Limited		Subsidiary	100
28	Tenzing Limited		Subsidiary	100
29	Tenzing Australia Limited		Subsidiary	100
30	Tech Mahindra Digital Pty Ltd		Subsidiary	100
31	GEOMATIC.AI PTY LTD		Subsidiary	80
32	Tech Mahindra Technology Se		Subsidiary	100
33	Tech Mahindra (Thailand) Limi		Subsidiary	100
34	PT Tech Mahindra Indonesia		Subsidiary	100
35	Tech Mahindra ICT Services (M		Subsidiary	100
36	Tech Mahindra (Beijing) IT Serv		Subsidiary	100
37	Tech Mahindra (Nigeria) Limite		Subsidiary	100
38	Tech Mahindra Bahrain Ltd W.I		Subsidiary	100
39	Tech Mahindra (Shanghai) Co.		Subsidiary	100
40	Tech Mahindra (Nanjing) Co. L		Subsidiary	100
41	Tech Mahindra Technologies In		Subsidiary	100
42	Tech Mahindra Vietnam Comp		Subsidiary	100
43	Tech Mahindra IT Services NL E		Subsidiary	100
44	Tech Mahindra Sweden AB		Subsidiary	100
45	Tech Mahindra Spain S.L.		Subsidiary	100
46	Tech Mahindra France		Subsidiary	100
47	Tech Mahindra Enterprise Serv	U72900MH2021PLC364803	Subsidiary	100
48	Tech Mahindra Holdco Pty Lim		Subsidiary	100
49	Tech Mahindra South Africa (P		Subsidiary	67

50	Citisoft, Inc.		Subsidiary	100
51	Tech Mahindra Servicos De Inf		Subsidiary	100
52	Tech Mahindra Servicos Ltda		Subsidiary	100
53	Tech Mahindra De Mexico S.DE		Subsidiary	100
54	Satyam Venture Engineering S	U72200TG2000PTC033213	Subsidiary	50
55	Satyam Venture Engineering S		Subsidiary	50
56	Satven GmbH		Subsidiary	50
57	Satyam Venture Japan KK		Subsidiary	50
58	vCustomer Philippines, Inc.		Subsidiary	100
59	vCustomer Philippines (Cebu),		Subsidiary	100
60	Orchid Cybertech Services Incc		Subsidiary	100
61	Tech Mahindra London Limited		Subsidiary	100
62	Tech Mahindra CZ a.s		Subsidiary	100
63	Tech Mahindra Communicatio		Subsidiary	100
64	Perigord Asset Holdings Limite		Subsidiary	100
65	Perigord Premedia Limited		Subsidiary	100
66	Perigord Data Solutions Limite		Subsidiary	100
67	Perigord Premedia USA Inc.		Subsidiary	100
68	August Faller Artwork Solution		Subsidiary	100
69	COM TEC CO IT LTD		Subsidiary	100
70	CTCo SIA		Subsidiary	100
71	CTDev LLC		Subsidiary	100
72	CTC IT ES, SL		Subsidiary	100
73	Tech Mahindra Arabia Limited		Subsidiary	80
74	Comviva Technologies Limited	U72200HR1999PLC041214	Subsidiary	99.99

75	Comviva Technologies Nigeria		Subsidiary	99.99
76	Comviva Technologies FZ-LLC		Subsidiary	99.99
77	Comviva Technologies Madag		Subsidiary	99.99
78	Comviva Technologies Americ		Subsidiary	99.99
79	YABX Technologies (Netherlan		Subsidiary	99.99
80	Yabx Technologies Ghana Limi		Subsidiary	69.99
81	Yabx India Private Limited	U74999HR2020PTC087507	Subsidiary	99.99
82	Comviva Technologies B.V.		Subsidiary	99.99
83	Comviva Technologies (Austra		Subsidiary	99.99
84	Comviva Technologies (Argent		Subsidiary	99.99
85	Comviva Technologies Colomb		Subsidiary	99.99
86	Comviva Technologies Myanm		Subsidiary	99.99
87	Comviva Technologies Cote D'		Subsidiary	99.99
88	Sofgen Holdings Limited		Subsidiary	100
89	Sofgen Africa Limited		Subsidiary	100
90	Tech Mahindra (Switzerland) S		Subsidiary	100
91	Tech Mahindra Global Chess Le		Subsidiary	90
92	Tech Mahindra Network Servic		Subsidiary	100
93	LCC Middle East FZ-LLC		Subsidiary	100
94	LCC Muscat SPC		Subsidiary	100
95	LCC Central America de Mexico		Subsidiary	100
96	LCC Europe B.V		Subsidiary	100
97	LCC France SARL		Subsidiary	100
98	LCC North Central Europe, B.V.		Subsidiary	100
99	LCC Deployment Services UK L		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,848,600,000	978,993,712	978,993,712	978,993,712
Total amount of equity shares (in Rupees)	9,243,000,000	4,894,968,560	4,894,968,560	4,894,968,560

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share Capital				
Number of equity shares	1,848,600,000	978,993,712	978,993,712	978,993,712
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	9,243,000,000	4,894,968,560	4,894,968,560	4,894,968,560

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			

At the beginning of the year	664,456	976,094,067	976758523	4,883,792,6	4,883,792,6	
Increase during the year	0	2,350,799	2350799	11,175,945	11,175,945	94,866,728
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	2,235,189	2235189	11,175,945	11,175,945	94,866,728
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		115,610	115610			
Conversion of Physical shares to Demat						
Decrease during the year	115,610	0	115610	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	115,610		115610			
Conversion of Physical shares to Demat						
At the end of the year	548,846	978,444,866	978993712	4,894,968,5	4,894,968,5	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0

i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE669C01036

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☒ No ☐ Not Applicable

Separate sheet attached for details of transfers

☒ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<div style="border: 1px solid black; height: 20px;"></div>
Date of registration of transfer (Date Month Year)	<div style="border: 1px solid black; height: 20px;"></div>
Type of transfer	<div style="border: 1px solid black; width: 100px; height: 20px; display: inline-block;"></div> 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred			Amount per Share/ Debenture/Unit (in Rs.)		
Ledger Folio of Transferor					
Transferor's Name					
	Surname		middle name		first name
Ledger Folio of Transferee					
Transferee's Name					
	Surname		middle name		first name

Date of registration of transfer (Date Month Year)						
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock				
Number of Shares/ Debentures/ Units Transferred			Amount per Share/ Debenture/Unit (in Rs.)			
Ledger Folio of Transferor						
Transferor's Name						
	Surname		middle name		first name	
Ledger Folio of Transferee						
Transferee's Name						
	Surname		middle name		first name	

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

446,171,598,993

(ii) Net worth of the Company

221,397,146,081

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	

	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	248,463,703	25.38	0	
10.	Others TML Benefit Trust Through Mr. A	94,235,629	9.63	0	
	Total	342,699,332	35.01	0	0

Total number of shareholders (promoters)

4

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	77,823,907	7.95	0	
	(ii) Non-resident Indian (NRI)	9,896,793	1.01	0	
	(iii) Foreign national (other than NRI)	108,510	0.01	0	
2.	Government				
	(i) Central Government	1,643,149	0.17	0	
	(ii) State Government	200	0	0	
	(iii) Government companies	234	0	0	
3.	Insurance companies	127,820,125	13.06	0	
4.	Banks	66,580	0.01	0	
5.	Financial institutions	233	0	0	

6.	Foreign institutional investors	1,876	0	0	
7.	Mutual funds	168,307,936	17.19	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,683,817	0.38	0	
10.	Others Alternate Investment Fund,	246,941,020	25.22	0	
	Total	636,294,380	65	0	0

Total number of shareholders (other than promoters)

786,759

**Total number of shareholders (Promoters+Public/
Other than promoters)**

786,763

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

2

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
STICHTING PENSIOEN	STANDARD CHARTERED BANK SEC			1,408	0
CREDIT SUISSE FIRST E	CITIBANK N.A. CUSTODY SERVICES			468	0

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	4	4
Members (other than promoters)	877,406	786,759
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	9	1	9	0.02	0.02
(i) Non-Independent	1	3	1	3	0.02	0.02

(ii) Independent	0	6	0	6	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	9	1	9	0.02	0.02

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ANAND GOPAL MAHII	00004695	Director	188,552	
MOHIT JOSHI	08339247	Managing Director	200,390	
ANISH D SHAH	02719429	Director	0	
HAIGREVE KHAITAN	00005290	Director	0	
MUKTI VISHVANATH I	08356551	Director	0	
NEELAM DHAWAN	00871445	Director	0	
PENELOPE FOWLER	09591815	Director	0	
PUNEET RENJHEN	09498488	Director	0	
SHIKHA SANJAYA SH	00043265	Director	0	
TARUN BAJAJ	02026219	Director	0	
ROHIT ANAND	AGNPA6745R	CFO	29,250	
RUCHIE KHANNA	AYKPK2104R	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 12

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
TARUN BAJAJ	02026219	Additional director	01/05/2024	Appointed as an Additional Director
NEELAM DHAWAN	00871445	Additional director	01/05/2024	Appointed as an Additional Director
MANOJ BHAT	05205447	Director	17/05/2024	Ceased as a Director
AMARJYOTI BARUA	09202472	Additional director	18/05/2024	Appointed as an Additional Director
NEELAM DHAWAN	00871445	Director	26/07/2024	Appointed as an Independent Director
TARUN BAJAJ	02026219	Director	26/07/2024	Appointed as an Independent Director
AMARJYOTI BARUA	09202472	Director	26/07/2024	Appointed as a Non-Executive Director
THOTHALA NARAYAN	01186248	Director	31/07/2024	Ceased as an Independent Director
MEKA RAJYALAKSHMI	00009420	Director	31/07/2024	Ceased as an Independent Director
AMARJYOTI BARUA	09202472	Director	01/10/2024	Ceased as Director upon resignation
PUNEET RENJHEN	09498488	Additional director	01/10/2024	Appointed as an Additional Director
PUNEET RENJHEN	09498488	Director	30/11/2024	Appointed as Non-Executive Director

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/07/2024	836,490	97	35.87

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/04/2024	10	10	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	25/07/2024	12	12	100
3	19/10/2024	10	10	100
4	17/01/2025	10	10	100

C. COMMITTEE MEETINGS

Number of meetings held

18

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	24/04/2024	4	4	100
2	Audit Committee	25/07/2024	4	4	100
3	Audit Committee	18/10/2024	3	3	100
4	Audit Committee	17/01/2024	4	4	100
5	Nomination and Remuneration	24/04/2024	4	4	100
6	Nomination and Remuneration	26/07/2024	4	4	100
7	Nomination and Remuneration	19/10/2024	4	4	100
8	Nomination and Remuneration	16/01/2025	4	4	100
9	Corporate Social Responsibility	24/04/2024	6	6	100
10	Corporate Social Responsibility	19/10/2024	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	ANAND GOPAL	4	4	100	0	0	0	
2	MOHIT JOSHI	4	4	100	6	6	100	
3	ANISH D SHAH	4	4	100	4	4	100	

4	HAIGREVE KI	4	4	100	12	12	100	
5	MUKTI VISHV	4	4	100	13	13	100	
6	NEELAM DHA	4	4	100	2	2	100	
7	PENELOPE F	4	4	100	8	8	100	
8	PUNEET REN	4	4	100	3	3	100	
9	SHIKHA SANJ	4	4	100	4	4	100	
10	TARUN BAJA	4	4	100	4	4	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MOHIT JOSHI	Managing Director	124,801,931.71	96,674,339.52	299,722,309.81	0	521,198,581.04
	Total		124,801,931.71	96,674,339.52	299,722,309.81	0	521,198,581.04

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ROHIT ANAND	Chief Financial Officer	24,846,980	0	36,421,515	710,400	61,978,895
2	ANIL KHATRI	Company Secretary	3,898,430	0	477	142,790	4,041,697
3	RUCHIE KHANNA	Company Secretary	3,069,300	0	0	107,800	3,177,100
	Total		31,814,710	0	36,421,992	960,990	69,197,692

Number of other directors whose remuneration details to be entered

13

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ANAND GOPAL MAHAJAN	Non-Executive Director	0	13,676,000	0	0	13,676,000
2	ANISH D SHAH	Non-Executive Director	0	7,265,375	0	0	7,265,375
3	HAIGREVE KHAITAN	Independent Director	0	8,832,046.28	0	0	8,832,046.28
4	MUKTI VISHVANATH	Independent Director	0	10,257,000	0	0	10,257,000
5	NEELAM DHAWAN	Independent Director	0	6,273,650.73	0	0	6,273,650.73

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
6	PENELOPE FOWL	Independent Dir	0	9,686,796.28	0	0	9,686,796.28
7	PUNEET RENJHEN	Non-Executive D	0	4,180,223.96	0	0	4,180,223.96
8	SHIKHA SANJAYA	Independent Dir	0	7,835,578.73	0	0	7,835,578.73
9	TARUN BAJAJ	Independent Dir	0	7,411,750.35	0	0	7,411,750.35
10	AMARJYOTI BARU	Non-Executive D	0	2,994,065.14	0	0	2,994,065.14
11	THOTHALA NARAY	Independent Dir	0	3,568,820.11	0	0	3,568,820.11
12	MEKA RAJYALAKS	Independent Dir	0	2,997,419.74	0	0	2,997,419.74
13	MANOJ BHAT	Non-Executive D	0	1,307,940.79	0	0	1,307,940.79
	Total		0	86,286,667.11	0	0	86,286,667.11

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Jayavant B. Bhave

Whether associate or fellow

☐

Associate

☒

Fellow

Certificate of practice number

3068

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..

6

dated

25/07/2024

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

0*3*9*4*

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

2*9*2

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

1 Annexure to TML Form MGT 7 FY 2024-
2 Annexure to TML Form MGT 7 FY 2024-
3 Share Transfer Details.pdf
4 Annexure to TML Form MGT 7 FY 2024-
5 TML_Draft MGT 8-2024-25.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

ANNEXURES TO TECH MAHINDRA LIMITED MGT-7 FOR THE FINANCIAL YEAR 2024-25
III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)
Details of 99 Subsidiaries are already filled in the Form MGT-7 and balance are mentioned herein below:

S. No.	Name of the Company	CIN/FCRN	Holding/Subsidiary/Associate/Joint Venture	% of shares held
100	LCC Networks Poland Sp.z.o.o		Subsidiary	100
101	LCC Wireless Communications Espana, SA		Subsidiary	100
102	LCC Wireless Communications Services Marox, SARLAU		Subsidiary	100
103	LCC United Kingdom Limited		Subsidiary	100
104	LCC Design and Deployment Services Ltd		Subsidiary	100
105	LCC Engineering & Deployment Services Misr, Ltd		Subsidiary	100
106	LCC Saudi Arabian Telecom Services Co Ltd		Subsidiary	100
107	Leadcom Integrated Solutions International B.V.		Subsidiary	100
108	Leadcom Integrated Solutions (L.I.S.) Ltd		Subsidiary	100
109	Leadcom Ghana Limited		Subsidiary	100
110	Leadcom Gabon S.A.		Subsidiary	100
111	Leadcom Uganda Limited		Subsidiary	100
112	Leadcom DRC SPRL		Subsidiary	100
113	Leadcom Integrated Solutions Tanzania Ltd		Subsidiary	100
114	Leadcom Integrated Solutions Rwanda Ltd		Subsidiary	100
115	Coniber S.A.		Subsidiary	100
116	Tech-Mahindra de Peru S.A.C.		Subsidiary	100

S. No.	Name of the Company	CIN/FCRN	Holding/Subsidiary/Associate/Joint Venture	% of shares held
117	Tech-Mahindra Guatemala S.A		Subsidiary	100
118	Tech-Mahindra Ecuador S.A		Subsidiary	100
119	Tech-Mahindra Panama, S.A.		Subsidiary	100
120	Tech Mahindra Costa Rica Sociedad Anonima		Subsidiary	100
121	Tech Mahindra Colombia S.A.S		Subsidiary	100
122	Tech-Mahindra S.A		Subsidiary	100
123	Leadcom Integrated Solutions Kenya Limited		Subsidiary	100
124	Leadcom Integrated Solutions Myanmar Co., Ltd		Subsidiary	100
125	Leadcom Integrated Solutions (SPV) SAS		Subsidiary	100
126	STA Dakar		Subsidiary	100
127	Societe deTelecommunications Africaine (STA) Abidjan		Subsidiary	100
128	Leadcom Network Services PLC		Subsidiary	100
129	PF Holdings B.V.		Subsidiary	60
130	Pininfarina S.p.A.		Subsidiary	47.3
131	Pininfarina of America Corp.		Subsidiary	47.3
132	Pininfarina Deutschland Gmbh		Subsidiary	47.3
133	Pininfarina Shanghai Co., Ltd		Subsidiary	47.3
134	Pininfarina Engineering S.R.L		Subsidiary	47.3
135	Tech Mahindra Fintech Holdings Limited		Subsidiary	100
136	Target Group Limited		Subsidiary	100
137	Target Servicing Limited		Subsidiary	100
138	Elderbridge Limited		Subsidiary	100

S. No.	Name of the Company	CIN/FCRN	Holding/Subsidiary/Associate/Joint Venture	% of shares held
139	The CJS Solutions Group, LLC		Subsidiary	100
140	Healthcare Clinical Informatics Ltd		Subsidiary	100
141	HCI Group Australia Pty Ltd		Subsidiary	100
142	Goodmind S.r.l.		Associate	9.46
143	Signature S.r.l.		Associate	11.35
144	Infotek Software And Systems Private Limited	U72200PN2000PTC015094	Associate	18.09
145	Vitaran Electronics Private Limited	U30007PN2006PTC129356	Associate	18.09
146	SCTM Engineering Corporation		Joint Venture	50
147	SWFT Technologies Limited		Associate	25
148	TSN Digital Limited		Associate	25
149	Swifterio Limited		Associate	25
150	Swifterio, Inc.		Associate	25
151	Surance Ltd.		Associate	26
152	Surance US Holdings, Inc.		Associate	26
153	Huoban Energy 6 Private Limited	U40200TG2021PTC156675	Associate	26
154	Mahindra Educational Institutions	U80300TG2013NPL086878	Section 8 Company	100
155	Tech Mahindra Foundation	U85310MH2006NPL160651	Section 8 Company	100

For Tech Mahindra Limited

Ruchie Khanna
Company Secretary
Membership No.: A24922
Date:

Office Address: Sharda Centre,
Off Karve Road, Pune, Maharashtra 411004

**ANNEXURES TO TECH MAHINDRA LIMITED MGT-7 FOR THE FINANCIAL YEAR
2024-25****C. COMMITTEE MEETINGS****Number of committee meetings held**

Details of 10 committee meetings already filled in Form MGT-7 and the details of balance meetings are mentioned hereunder:

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
11.	Stakeholders Relationship Committee	25/04/2024	5	5	100
12.	Stakeholders Relationship Committee	25/07/2024	5	5	100
13.	Stakeholders Relationship Committee	18/10/2024	3	3	100
14.	Stakeholders Relationship Committee	16/01/2025	4	4	100
15.	Risk Management Committee	24/04/2024	5	5	100
16.	Risk Management Committee	25/07/2024	5	5	100
17.	Risk Management Committee	18/10/2024	4	4	100
18.	Risk Management Committee	16/01/2025	5	5	100

For Tech Mahindra Limited**Ruchie Khanna**
Company Secretary**Membership No.:** A24922**Office Address:** Sharda Centre,
Off Karve Road, Pune, Maharashtra 411004**Date:**

DETAILS OF SHARES TRANSFERS FROM 1st APRIL, 2024 TO 31st MARCH, 2025

Transfer Date	Type	Shares	Amount Per Shares	Transferor Folio	Transferor Name	Transferee Folio	Transferee Name
'03/04/2024	Equity	1260	5	'00004200	SRIMANTH RUDRARAJU	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'08/04/2024	Equity	468	5	'00001233	SASMITA GUPTA	'CD000001	CENTRAL DEPOSITORY SERVICES LIMITED
'08/04/2024	Equity	468	5	'00002886	GANAPATI S PAI	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'15/04/2024	Equity	940	5	'00003223	P K G PANICKER	'0004204	GOPALAKRISHNA KUNJU PANICKER
'16/04/2024	Equity	940	5	'00001465	VIJYAKUMAR VARKHEDI	'CD000001	CENTRAL DEPOSITORY SERVICES LIMITED
'16/04/2024	Equity	1000	5	'00000450	VINOD NAYAK	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'23/04/2024	Equity	1880	5	'00004202	MEENA BALAPRASAD SANGAM	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'29/04/2024	Equity	940	5	'00000905	AMIT BARTARIA	'CD000001	CENTRAL DEPOSITORY SERVICES LIMITED
'29/04/2024	Equity	1880	5	'00004203	V BHASKAR	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'06/05/2024	Equity	468	5	'00001527	REVATHI RANGARAJAN	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'10/05/2024	Equity	940	5	'00002671	VEMULA SATANARAYANA	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'23/05/2024	Equity	376	5	'00001462	KHATIJA BARAMBHIA	'0004205	BARAMBHIA KHATIJA ABDUL BAKI
'28/05/2024	Equity	1408	5	'00000850	NIRMAL PANWAR	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'30/05/2024	Equity	18820	5	'00002552	SHAKUNTLA CHOUDHARI	'CD000001	CENTRAL DEPOSITORY SERVICES LIMITED
'30/05/2024	Equity	468	5	'00001442	PRAKASH BHATT	'ND000001	NATIONAL SECURITY DEPOSITORY LTD

Transfer Date	Type	Shares	Amount Per Shares	Transferor Folio	Transferor Name	Transferee Folio	Transferee Name
'03/06/2024	Equity	468	5	'00001585	BHAGWATI PRASAAD KULTHIA	'CD000001	CENTRAL DEPOSITORY SERVICES LIMITED
'04/06/2024	Equity	1316	5	'00001485	RUPALI GOUR	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'26/06/2024	Equity	1316	5	'00001900	VISHWANATH FATTEPUR	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'04/07/2024	Equity	468	5	'00001823	RAJESH KUMAR RAITANI	'CD000001	CENTRAL DEPOSITORY SERVICES LIMITED
'05/07/2024	Equity	940	5	'00001822	RAJANI RAITANI	'CD000001	CENTRAL DEPOSITORY SERVICES LIMITED
'19/07/2024	Equity	468	5	'00000894	VIPIN KUMAR ARORA	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'24/07/2024	Equity	376	5	'00004205	BARAMBHIA KHATIJA ABDUL BAKI	'CD000001	CENTRAL DEPOSITORY SERVICES LIMITED
'24/07/2024	Equity	940	5	'00001298	BABITA GOEL	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'24/07/2024	Equity	468	5	'00003663	MOHD SALIM GIGANI	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'29/07/2024	Equity	2352	5	'00002543	MOHD SALIM GIGANI	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'02/08/2024	Equity	940	5	'00004204	GOPALAKRISHNA KUNJU PANICKER	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'05/08/2024	Equity	468	5	'00001056	RAJENDRA RATILAL PARIKH	'CD000001	CENTRAL DEPOSITORY SERVICES LIMITED
'09/08/2024	Equity	940	5	'00002673	GEETA SANWAL	'CD000001	CENTRAL DEPOSITORY SERVICES LIMITED
'19/08/2024	Equity	470	5	'00001630	ASHOK KUMAR	'0004206	SAROJ RANI
'19/08/2024	Equity	234	5	'00001374	NYALCHAND B SHAH	'0004207	MAHESH N SHAH
'04/09/2024	Equity	16	5	'00004132	NIRMALA PANKAJ KAMAT	'CD000001	CENTRAL DEPOSITORY SERVICES LIMITED
'09/09/2024	Equity	2820	5	'00003702	HARUN HABIB GIGANI	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'10/09/2024	Equity	92	5	'00002770	S SOODY	'0004208	SANKARANARAYANAN SUBRAMANIAN

Transfer Date	Type	Shares	Amount Per Shares	Transferor Folio	Transferor Name	Transferee Folio	Transferee Name
'24/09/2024	Equity	280	5	'00002032	ASHOK KUMAR KAKKAR	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'24/09/2024	Equity	656	5	'00002038	ASHOK KUMAR KAKKAR	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'03/10/2024	Equity	234	5	'00004207	MAHESH N SHAH	'CD000001	CENTRAL DEPOSITORY SERVICES LIMITED
'03/10/2024	Equity	42420	5	'IEPF2017	Investor Education And Protection Fund Authority Ministry Of Corporate Affairs	'CD000001	CDSL
'03/10/2024	Equity	470	5	'00002088	VIRENDRA KUMAR JAIN	'IEPF2017	IEPF2017
'03/10/2024	Equity	470	5	'00002118	HINDUJA CONSULTANCY PVT LTD	'IEPF2017	IEPF2017
'03/10/2024	Equity	470	5	'00002171	N SAVITHRI	'IEPF2017	IEPF2017
'03/10/2024	Equity	1880	5	'00002244	KALYANI DESHMUKH	'IEPF2017	IEPF2017
'03/10/2024	Equity	234	5	'00002037	VISHNU KUMAR KEDIA	'IEPF2017	IEPF2017
'03/10/2024	Equity	468	5	'00001999	TINU R DAVE	'IEPF2017	IEPF2017
'03/10/2024	Equity	940	5	'00002022	KALYANI DESHMUKH	'IEPF2017	IEPF2017
'03/10/2024	Equity	940	5	'00002530	UTTAM SINHA	'IEPF2017	IEPF2017
'03/10/2024	Equity	940	5	'00002317	SANGEETA KISHORE	'IEPF2017	IEPF2017
'03/10/2024	Equity	940	5	'00003969	MARTINA JOSEFA FERNANDES	'IEPF2017	IEPF2017
'03/10/2024	Equity	940	5	'00003539	HILARY WILLIAM SEQUEIRA	'IEPF2017	IEPF2017
'03/10/2024	Equity	1316	5	'00003228	K M MOHAMED KUTTY	'IEPF2017	IEPF2017
'03/10/2024	Equity	1316	5	'00003273	SHWETA CHOPRA	'IEPF2017	IEPF2017
'03/10/2024	Equity	18820	5	'00002873	JITESH MOTICHAND SHAH	'IEPF2017	IEPF2017
'03/10/2024	Equity	232	5	'00003210	KAMLESH K PAREKH	'IEPF2017	IEPF2017
'03/10/2024	Equity	20	5	'00002917	KAVITHA S	'IEPF2017	IEPF2017
'03/10/2024	Equity	44	5	'00002925	DHANANJAY SINGH	'IEPF2017	IEPF2017
'03/10/2024	Equity	940	5	'00001632	BARINDER PAL SINGH KANG	'IEPF2017	IEPF2017
'03/10/2024	Equity	468	5	'00001640	YAMIN	'IEPF2017	IEPF2017
'03/10/2024	Equity	940	5	'00001677	JYOTI NOTICEWALA	'IEPF2017	IEPF2017
'03/10/2024	Equity	2820	5	'00001883	LALIT LATHIA	'IEPF2017	IEPF2017
'03/10/2024	Equity	940	5	'00001773	KIRIT BHAI CHIMAN BHAI PATEL	'IEPF2017	IEPF2017

Transfer Date	Type	Shares	Amount Per Shares	Transferor Folio	Transferor Name	Transferee Folio	Transferee Name
'03/10/2024	Equity	940	5	'00001794	G.SRINIVASA RAO	'IEPF2017	IEPF2017
'03/10/2024	Equity	234	5	'00001274	SUSHMA JUNEJA	'IEPF2017	IEPF2017
'03/10/2024	Equity	1880	5	'00001108	MEGHA PANKAJ GANDHI	'IEPF2017	IEPF2017
'03/10/2024	Equity	470	5	'00001123	OSCAR JOSEPH FERNANDES	'IEPF2017	IEPF2017
'03/10/2024	Equity	940	5	'00000864	LAJJAWATI BANSAL	'IEPF2017	IEPF2017
'03/10/2024	Equity	468	5	'00000844	KAMAL ARORA	'IEPF2017	IEPF2017
'03/10/2024	Equity	940	5	'00003592	HENOY THEODORE NALTER	'IEPF2017	IEPF2017
'06/11/2024	Equity	940	5	'00001464	PRATIMA VARKHAEDI	'CD000001	CENTRAL DEPOSITORY SERVICES LIMITED
'15/11/2024	Equity	94	5	'00003152	K KANDASAMY	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'28/11/2024	Equity	940	5	'00001728	LALIT KUMAR UDANI	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'05/12/2024	Equity	940	5	'00003247	M ABOOBACKER	'0004209	M ABUBAKEER
'16/12/2024	Equity	468	5	'00001052	MADHUBEN K PATEL	'CD000001	CENTRAL DEPOSITORY SERVICES LIMITED
'23/12/2024	Equity	470	5	'00004206	SAROJ RANI	'CD000001	CENTRAL DEPOSITORY SERVICES LIMITED
'02/01/2025	Equity	234	5	'00001163	PRASANNA KUMAR VUDAYAGIRI	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'13/01/2025	Equity	940	5	'00003350	FAIZ AHMED HASSAN PARKAR	'CD000001	CENTRAL DEPOSITORY SERVICES LIMITED
'17/01/2025	Equity	92	5	'00004208	SANKARANARAYANAN SUBRAMANIAN	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'23/01/2025	Equity	940	5	'00002802	ARUN GOPAL DAVE	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'06/02/2025	Equity	940	5	'00003559	MICHAEL PINTO	'0004210	HELEN JOANNA PINTO
'06/02/2025	Equity	940	5	'00002293	T J JAISNAKAR	'0004211	SAROJINI JAYAKAR
'06/02/2025	Equity	1880	5	'00001614	ABHAI SHANKER SINHA	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'10/02/2025	Equity	232	5	'00001742	INDRAVADAN JAYANTILAL SHETH	'0004212	HINA INDRAVADAN SETH
'12/02/2025	Equity	940	5	'00004209	M ABUBAKKER	'ND000001	NATIONAL SECURITY DEPOSITORY LTD

Transfer Date	Type	Shares	Amount Per Shares	Transferor Folio	Transferor Name	Transferee Folio	Transferee Name
'24/02/2025	Equity	3764	5	'00002731	T MURUGAPPAN	'0004213	GANESH MR
'25/02/2025	Equity	940	5	'00000940	MUNNI GUPTA	'CD000001	CENTRAL DEPOSITORY SERVICES LIMITED
'03/03/2025	Equity	940	5	'00001502	MOHANA MURALI BABU SWAYAMPAKULA	'CD000001	CENTRAL DEPOSITORY SERVICES LIMITED
'10/03/2025	Equity	4	5	'00003134	DINA MAMNIA	'CD000001	CENTRAL DEPOSITORY SERVICES LIMITED
'19/03/2025	Equity	940	5	'00000952	KANCHAN DEVI	'0004214	SUMER MAL KANKARIYA
'20/03/2025	Equity	940	5	'00004211	SAROJINI JAYAKAR	'CD000001	CENTRAL DEPOSITORY SERVICES LIMITED
'24/03/2025	Equity	940	5	'00002465	M.A.MATHEW	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'31/03/2025	Equity	468	5	'00001796	MAHENDER KUMAR GOYAL	'ND000001	NATIONAL SECURITY DEPOSITORY LTD
'31/03/2025	Equity	3764	5	'00004213	GANESH MR	'ND000001	NATIONAL SECURITY DEPOSITORY LTD

For Tech Mahindra Limited

Ruchie Khanna
Company Secretary
Membership No.: A24922

Date:
Office Address: Sharda Centre, Off Karve Road,
Pune – 411 004

**ANNEXURES TO TECH MAHINDRA LIMITED MGT-7 FOR THE FINANCIAL YEAR
2024-25****IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE
BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

During the year FY 2024-25, the Company has passed one Resolution through Postal Ballot as given hereunder:

Sr. No.	Business transacted	Date of Notice of Postal Ballot	Date of voting result	Total Number of Members entitled to vote	% voting in favour	% voting Against
1.	To consider and approve the appointment of Mr. Puneet Renjhen (DIN: 09498488) as a Non-Executive Director of the Company	19th October, 2024	30th November, 2024	790,622	97.68%	2.32%

For Tech Mahindra Limited**Ruchie Khanna**
Company Secretary**Membership No.:** A24922**Office Address:** Sharda Centre,
Off Karve Road, Pune, Maharashtra 411004**Date:**

FORM NO. MGT-8

[Pursuant to Section 92 (2) of the Companies Act, 2013 and Rule 11 (2) of Companies
(Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **Tech Mahindra Limited ('the Company')** as required to be maintained under the Companies Act, 2013 ("the Act") and the Rules made thereunder for the financial year ended on 31st March, 2025. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

- A.** The Annual Return state the facts as at the close of the aforesaid financial year correctly and adequately.
- B.** During the aforesaid financial year, the Company has complied with provisions of the Act & Rules there under in respect of:

1. Its status under the Act as a Listed Public Limited Non-Government Company;
2. Maintenance of registers/records & making entries therein within the time prescribed there for;
3. Filing of forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities as may be applicable within the prescribed time;
4. Calling/ convening/ holding meetings of Board of Directors or its Committees, if any, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by E-voting (including remote e-voting prior to and at the Annual General Meeting) and Postal Ballot have been properly recorded in the Minutes Book/ registers maintained for the purpose and the same have been signed. There were no resolutions passed by postal ballot during the year under review;
5. Closure of Register of Members / Security holders, as the case may be;
6. Advances/loans to Directors or persons or firms or companies referred in Section 185 of the Act;

The Company has not advanced any loans to Directors during the Financial Year.

7. Contracts/ Arrangements with related parties as specified in Section 188 of the Act;
8. Issue or allotment, alteration of share capital or transfer or transmission and issue of security certificates in all instances including the allotment of shares under ESOP;

The Company does not have preference shares/ debentures. There were no instances of issue of Bonus shares/ Rights issue/ conversion of shares/ securities during the year under review.

9. Keeping in abeyance the rights to dividend, and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. Declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;
11. Signing of audited financial statements as per the provisions of Section 134 of the Act and report of Directors is as per sub - sections (3), (4) and (5) thereof;
12. Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them as stated in the Annual Return attached;
13. Appointment/ re-appointment of auditors as per the provisions of Section 139 of the Act;
14. Obtaining approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

The Scheme of Merger by way of Absorption of Perigord Premedia (India) Private Limited, Perigord Data Solutions (India) Private Limited, Tech Mahindra Cerium Private Limited and Thirdware Solution Limited with Tech Mahindra Limited and their respective shareholders has been approved by the National Company Law Tribunal ("NCLT"), Mumbai Bench on 19th December, 2024.

The Board of Directors approved an application to be submitted to NCLT, Chandigarh Bench for acquisition of minority shareholding in Comviva Technologies Limited, a subsidiary of the Company.

15. The Company has not accepted/ renewed or repaid deposits;
16. Borrowings from its Directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

The Company has not borrowed any amounts from its Directors/ Shareholders of the Company.

17. Loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act;
18. The Memorandum of Association was altered consequent to the Scheme of Merger by way of Absorption. The Company has not altered the provisions of the Articles of Association.

For J. B. Bhave & Co.
Company Secretaries

Jayavant B. Bhave
Proprietor
FCS: 4266 CP: 3068
UIN: S1999MH025400
PR No.: 1238/2021
UDIN:
Date:
Place: Pune